

RANDBURG INTERNATIONAL GOLD CORP.

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Randsburg International Gold Corp., Suite 1060 – 44 Victoria Street, Toronto, ON M5C 1Y2

Item 2. Date of Material Change

February 1, 2017

Item 3. News Release

The News Release was issued on February 1, 2017 via Marketwired (copy attached hereto) and subsequently filed on SEDAR.

Item 4. Summary of Material Change

The Issuer announced today that Prophecy Development Corporation will acquire Randsburg's 20% title interest in the patented claims that comprise the Titan property ("Titan") in Ontario, Canada. Under the Agreement, consideration for Randsburg is 20,000 Prophecy Common shares, which will be subject to a 4-month hold period. The Agreement is subject to regulatory approval.

Item 5. Full Description of Material Change

Please refer to the Issuer's Press Release of February 1, 2017, a copy of which is attached hereto.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Confidentiality is not requested.

Item 7. Omitted Information

No significant facts have been omitted in respect of the material change.

Item 8. Executive Officer

The following senior officer of the Issuer is knowledgeable about the material change and this report.

Michael Opara, President at 416-409-5652.

Item 9. Date of Report

February 1, 2017

RANDBURG INTERNATIONAL GOLD CORP.

RANDBURG ANNOUNCES SALE OF INTEREST IN TITAN

TORONTO, ONTARIO -- (Marketwire – February 1, 2017) - Randsburg International Gold Corporation (RGZ.H) ("Randsburg" or the "Company") announced today that it has entered into an agreement (the “**Agreement**”) with Prophecy Development Corp. (“**Prophecy**”) (TSX: PCY) whereby Prophecy will acquire Randsburg’s 20% title interest in the patented claims that comprise the Titan property (“**Titan**”) in Ontario, Canada. Under the Agreement, consideration for Randsburg is 20,000 Prophecy Common shares, which will be subject to a 4-month hold period. The Agreement is subject to regulatory approval.

On behalf of the Board of Directors of
Randsburg International Gold Corp.

“*Michael Opara*”
President and Chief Executive Officer

Neither the NEX Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Nex Exchange) accepts responsibility for the adequacy or accuracy of this news release.

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